

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re

TRUE VALUE COMPANY, L.L.C., et al.,

Debtors.¹

Chapter 11

Case No. 24-12337 (KBO)

(Jointly Administered)

Related Docket Nos. 12, 411, 670

**AGREED ORDER APPROVING SETTLEMENT PURSUANT TO 11 U.S.C. § 1113
BETWEEN DEBTORS AND LOCAL 781 REGARDING ASSUMPTION AND
ASSIGNMENT OF MODIFIED COLLECTIVE BARGAINING AGREEMENT**

Upon consideration of the *Settlement Agreement among True Value Company, L.L.C. and Local Union No. 781, affiliated with the International Brotherhood of Teamsters*, dated as of November 20, 2024 (the “Settlement”),² by and among True Value Company, L.L.C. (“True Value”), one of the debtors and debtors-in-possession (collectively, the “Debtors”) in the above-captioned chapter 11 cases (the “Chapter 11 Cases”), and the Miscellaneous Warehouseman’s Union Local 781 of the Teamsters (“Local 781” or the “Union”), a copy of which is attached as **Exhibit 1** hereto; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Debtors and Local 781, having

¹ The Debtors in these chapter 11 cases, along with the last four digits of their respective tax identification numbers, are as follows: True Value Company, L.L.C. (9896); TV Holdco II, L.L.C. (2272); TV TSLC, L.L.C. (7025); TV GPMC, L.L.C. (8136); True Value Retail, L.L.C. (7946); TrueValue.com Company, L.L.C. (6386); True Value Virginia, L.L.C. (9197); and Distributors Hardware, L.L.C. (8106). The address of the Debtors’ corporate headquarters is 8600 W. Bryn Mawr Ave. Chicago, IL 60631.

² Capitalized terms used herein shall have the meanings ascribed to them in the Settlement.

jointly reached a resolution regarding the treatment of the CBA and the assumption and assignment of the same by the Buyer, the *Order (A) Approving Sale of Substantially All of Debtors' Assets Free and Clear of all Claims, Liens, Rights, Interests, and Encumbrances, (B) Authorizing Debtors to Enter into and Perform Under Asset Purchase Agreement, (C) Approving Assumption and Assignment of Certain Executory Contracts, and (D) Granting Related Relief* [Docket No. 411] (the "Sale Order"), and that certain *Assumption Agreement*, dated as of November 20, 2024, by and among True Value, the Union, and the Designated Buyer (the "Assumption Agreement"), a copy of which is attached hereto as **Exhibit 2**; and this Court having found that the parties negotiated the terms and conditions of the Settlement in good faith, at arm's length, and free of any collusion; and this Court having found that the terms and conditions of the Settlement are fair, equitable, reasonable, and in the best interests of the Debtors, their respective estates, and parties-in-interest, and is a valid and sound exercise of the business judgment of the Debtors and should be approved; and this Court having found that the Debtors have satisfied (and the Settlement meets) the requirements of Bankruptcy Code section 1113 with respect to the Settlement as to the Union; and after due deliberation thereon; and good and sufficient cause appearing therefor; it is hereby;

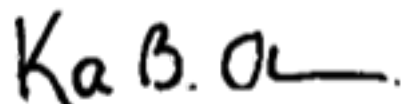
ORDERED, ADJUDGED, AND DECREED that:

1. The Settlement attached hereto as **Exhibit 1** is approved.
2. The Debtors are hereby authorized to effectuate the Settlement on the terms and subject to the conditions set forth therein, and the Debtors are authorized to enter into, perform, execute, and deliver all documents, and take all actions, necessary to immediately continue and fully implement the Settlement on the terms and subject to the conditions set forth therein, all of which are hereby approved.

3. Notwithstanding Bankruptcy Rule 6004(h), this Order is immediately effective and enforceable upon its entry.

4. This Court shall retain exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Dated: December 6th, 2024
Wilmington, Delaware

A handwritten signature in black ink, appearing to read "Ka B. Owens", with a stylized flourish at the end.

KAREN B. OWENS
UNITED STATES BANKRUPTCY JUDGE